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MERGER OR SHARE EXCHANGE

HEALTH CARE AND RETIREMENT CORPORATION OF AMERICA

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EFFECTIVE DATE
12-31-04

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Health Care and Retirement Corporation of America	Ohio	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Kensington Manor, Inc.	Florida	

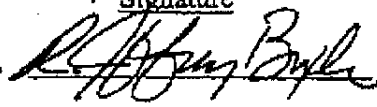
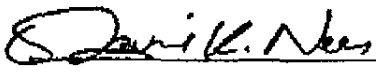
Third: The Agreement of Merger is attached.

Fourth: The merger shall become effective on December 31, 2004.

Fifth: The Agreement of Merger was adopted by the board of directors of the surviving corporation on December 1, 2004 and shareholder approval was not required.

Sixth: The Agreement of Merger was adopted by the board of directors of the merging Corporations on December 1, 2004 and shareholder approval was not required.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Printed Name & Title</u>
Health Care and Retirement Corporation of America		R. Jeffrey Bixler Vice President/Secretary
Kensington Manor, Inc.		David K. Nees Assistant Secretary

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 TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-31-04

**AGREEMENT OF MERGER
MERGING
Kensington Manor, Inc.
(a Corporation of the State of Florida)
INTO
Health Care and Retirement Corporation of America
(a Corporation of the State of Ohio)**

FIRST: Health Care and Retirement Corporation of America ("HCRA"), a corporation organized and existing under the Laws of the State of Ohio and owning at least 90% of each class of the outstanding shares of Kensington Manor, Inc., organized and existing under the Laws of the State of Florida (hereinafter referred to as the "Subsidiary Corporation"), agreed that the Subsidiary Corporation shall be and hereby is merged into HCRA. The terms and conditions of said merger and the mode of carrying same into effect are set forth in this Agreement of Merger.

SECOND: HCRA shall survive the merger herein contemplated, shall continue its corporate name and shall continue to be governed by the Laws of the State of Ohio, but the separate corporate existence of the Subsidiary Corporation shall cease forthwith upon the effective date of December 31, 2004.

THIRD: The parties to this Agreement of Merger are Health Care and Retirement Corporation of America, a corporation organized on the 4th day of October, 1944, under the General Corporation Laws of the State of Ohio; and Kensington Manor, Inc., a corporation organized on the 20th day of December, 1969, under the General Corporation Laws of the State of Florida.

FOURTH: When the merger has been effected, the HCRA shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, of a public as well as of a private nature of the Subsidiary Corporation; and all property, real, personal and mixed, and all debts due on whatever account and all choices in action, and all and every other interest, of or belonging to or due the Subsidiary Corporation shall be vested in HCRA without further act or deed; and the title to any real estate, or any interest therein vested in the Subsidiary Corporation shall not revert or be in any way impaired by reason of the Merger. HCRA shall henceforth be responsible and liable for all the liabilities and obligations of the Subsidiary Corporation so merged; any claim existing or action or proceeding pending by or against the Subsidiary Corporation may be prosecuted as if the Merger had not taken place, or HCRA may be substituted in its place.

HCRA shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under Ohio law, and neither the rights of creditors nor any liens upon the property of the subsidiary corporation and the parent corporation shall be impaired by the merger; all with the effect set forth in the Ohio law.

FIFTH: The designation and number of outstanding shares of each class of the Subsidiary Corporation and the number of shares of each class owned by the surviving corporation is as follows:

<u>Name of Subsidiary</u>	<u>Class</u>	<u># of Shares Outstanding</u>	<u># of Shares Owned by Parent</u>
Kensington Manor, Inc.	Common	10	10

Immediately prior to the Merger, HCRA had 1,000 shares authorized and 100 shares outstanding of no par common stock. At the effective date, by virtue of the Merger and without any action on the part of HCRA or the Subsidiary Corporation:

a) Each share of the Subsidiary Corporation which is issued and outstanding immediately prior to the effective date shall be canceled and retired, and no payment shall be made with respect thereto.

b) Each share of HCRA issued and outstanding immediately prior to the effective date shall remain issued and outstanding without change and shall constitute the sole authorized and issued shares of the surviving corporation.

SIXTH: This agreement was duly approved by the directors of HCRA and adopted pursuant to Section 1701.80 of the Ohio Revised Code as the act of HCRA in compliance with applicable provisions of the Laws of the State of Ohio, the State of its incorporation, and this merger is permitted by such Laws.

This agreement was duly approved by the directors of Kensington Manor, Inc. as the act of Kensington Manor, Inc. in compliance with applicable provisions of the Laws of the State of Florida, the State of its incorporation, and this merger is permitted by such Laws.

IN WITNESS WHEREOF HCRA, an Ohio corporation; and Kensington Manor, Inc., a Florida corporation, the corporations which are the parties to the Agreement of Merger, pursuant to the authority duly given by their respective boards of directors, have caused this

Agreement of Merger to be executed in their respective corporate names by the Vice President/Secretary and the Assistant Secretary of each of the corporations on this 23rd day of December, 2004.

Health Care and Retirement Corporation of America

By: R. Jeffrey Bixler
R. Jeffrey Bixler
Vice President/Secretary

By: David K. Nees
David K. Nees
Assistant Secretary

Kensington Manor, Inc

By: R. Jeffrey Bixler
R. Jeffrey Bixler
Vice President/Secretary

By: David K. Nees
David K. Nees
Assistant Secretary